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June 7, 2002

RECORDATION NO. 20058-S FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 10 '02 2-57 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum to Amend the filing of the Specification of Assigned Lease Assignment, Management and Escrow Agreement, dated as of May 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Assignment which was previously filed with the Board under Recordation Number 20058-O.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, Ohio 45069

Assignee: U.S. Bancorp Equipment Finance, Inc. (f/k/a
Firststar Bank, N.A.)
425 Walnut Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

one (1) covered hopper railcar, DME 46052, is deleted from the agreement.

Mr. Vernon A. Williams
June 7, 2002
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A short summary of the document to appear in the index is:

Memorandum to Amend the filing of the Specification of Assigned Lease Assignment, Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

20058-S
FILED

JAN 10 '02

2:57 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM TO AMEND THE FILING OF THE
SPECIFICATION OF ASSIGNED LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Specification of Assigned Lease Assignment, Management and Escrow Agreement made and entered into as of December 29, 1999 by and between The Vaughn Group, Inc. ("Vaughn") and U.S. Bancorp Equipment Finance, Inc. ("U.S. Bancorp") (formerly known as Firststar Bank, N.A.) as follows:

1. Vaughn and U.S. Bancorp entered into the Specification of Assigned Lease Assignment, Management and Escrow Agreement (the "Agreement") that was duly filed with the Surface Transportation Board on January 3, 2000 under Recordation Number 20058-O.
2. The Agreement is hereby amended to delete from the Agreement one (1) covered hopper railcar identified with marking number DME46052.

IN WITNESS WHEREOF, this Memorandum is duly executed this 20th day of May, 2002.

THE VAUGHN GROUP, INC.

By: 

Name: John V. Handelsman
President and CEO

Title: _____

**U.S. BANCORP EQUIPMENT
FINANCE, INC.**

By: 

Name: James L. Gilday

Title: Vice-President

STATE OF OHIO)

) SS:

COUNTY OF BUTLER)

On this 20th day of May 2002, before me personally appeared John V. Handelman, to me personally known, who being duly sworn, says that he is the President & CEO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

STATE OF)

) SS:

COUNTY OF)

On this 23rd day of May 2002, before me personally appeared James L. Gilday, to me personally known, who being duly sworn, says that he is the Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My commission expires:

